

Avonmore Capital & Management Services Ltd.

**CODE OF CONDUCT UNDER CORPORATE GOVERNANCE
ADOPTED ON 27TH MAY, 2014**

1. Introduction & Applicability

Avonmore Capital & Management Services Ltd. Code of Conduct is in alignment with its values and commitments. The essence of this code is that each of the members of the Board and the Senior Management Personnel, including the Audit Committee, should conduct the Company's business in a way that upholds its values and commitments.

It is expected from every person, on which this Code is applicable, to conduct business with integrity, in compliance with applicable laws, and in a manner that excludes consideration of direct or indirect personal advantage / gains.

It is the individual responsibility of each to ensure that all of them are aware of these values, commitments, and procedures, and behave in accordance with the spirit as well as the letter of this Code.

2. Definitions

In this Code, unless the context otherwise provides:

- 2.1 **Company** – means Avonmore Capital & Management Services Ltd. or ACMS
- 2.2 **Board** – means Board of Directors of ACMS and includes:
- a) Part time Directors/ Non-Executive Directors;
 - b) Wholetime Director, by whatever name called; and
 - c) Chairman and Vice Chairman or Managing Director.
- 2.3 **Code** – means this Code of Conduct
- 2.4 **Senior Management Personnel** – All employees upto the level of Senior Vice President from top down of the Organisational Hierarchy.

Purpose of the Code

This Code will provide Directors and Senior Management Personnel of the Company a general guidance on the standards of conduct expected from them. The Board and Senior Management Personnel shall:

- exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances;
- ensure to enhance and maintain the reputation of the Company;

- strive to contribute towards the growth, stability and service that the Company seeks to provide to its clients, members, stakeholders and society in general;
- conduct themselves in a professional, courteous and respectful manner at all times;
- make available to and share with fellow Directors or Senior Management Personnel, as the case may be, all information as may be relevant to ensure proper conduct and sound operation of the Company.

The Board and Senior Management Personnel should sign the acknowledgement form at the end of this Code and return the form to the Company Secretary, indicating that they have received, read and understood, and agree to comply with the Code. The signed acknowledgement form will be located with the Secretarial Department.

Disclaimer

Nothing in this Code, in any Company policies and procedures, or in other related communications (verbal or written), creates or implies an employment contract or term of employment.

Code of Conduct contains the policy on the following:

1. Duties of Independent Directors (in terms of the Schedule IV of the Companies Act, 2013)
2. Conflicts of Interest & Other Directorships
3. Entertainment, Gifts & Donations
4. Corporate Opportunities
5. Public Disclosure
6. Confidentiality
7. Insider Trading
8. Professional Development
9. Protection and Proper Use of Company's Assets
10. Compliance with Applicable Laws, Rules & Regulations
11. Sanctions for Code Violations
12. Annual Review
13. Waivers and Amendments of the Code
14. Where to seek Clarification

1. Duties of Independent Directors

The independent directors of the Company shall—

(1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

(2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

(3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

(4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;

(5) strive to attend the general meetings of the company;

(6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

(7) keep themselves well informed about the company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

(10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

(12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

2. Conflicts of Interest & Other Directorships

The Board and Senior Management Personnel of the Company shall avoid any conflict, or the appearance of a conflict, between his/her personal interests and the interests of

the Company. A conflict exists when his/her personal interest interferes with the interests of Company as a whole, or when he/she takes actions or have interests that may make it difficult for him/her to perform his/her job objectively, effectively and unbiasedly.

The Company depends upon the integrity of the Board and Senior Management Personnel, who have knowledge of a decision or activity of the Company that involves or might involve a conflict of interest.

The Board and Senior Management Personnel shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors or the Audit Committee, as the case may be.

The Company feels that serving on the Boards of Directors of the other companies may raise substantial concerns about potential conflict of interest. And therefore, the Board and Senior Management Personnel shall report / disclose such relationships to the Board of Directors or Audit Committee, as the case may be, in consultation with the Company Secretary.

3. Entertainment, Gifts & Donations

The Board and Senior Management Personnel shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Permissible exceptions include: offering Company's advertising or promotional items such as a calendar, or similar item displaying the Company logo and name.

The Corporate Secretarial & Legal Department in consultation with the Administration and Accounts Department, will notify, from time to time, a list of permissible gifts.

The Board and/or Senior Management Personnel should never use personal funds or resources to do something that cannot be done with Company's resources.

The intent of the above policy is to avoid illegal or unethical payments, or establishing an environment where these may inadvertently be made. Some situations may warrant exception if they form acceptable business practice.

Entertainment or an exchange of gifts purchased at Board's and/or Senior Management Personnel's expense under circumstances which make it clear that the entertainment or gift is based solely on a family relationship or personal friendship, is not considered a business courtesy and is, therefore, not governed by this Code.

Policy on Receipt of Gifts

The Board and/or Senior Management Personnel can keep a business courtesy when acceptance of the courtesy:

- is usually associated with customary business practices.

- promotes successful working relationships and goodwill with persons or concerns with whom the Company maintains or may establish a business relationship.
- conforms to the reasonable and ethical practices of the marketplace, such as flowers, fruits baskets, and other modest presents, that commemorate a special occasion.
- Does not create conflict of interest of divided loyalty, such as placing the interests of the person or firm that offered the courtesy, above the interests of Company; and
- Novelty, advertising, or promotional items of nominal value, such as calendars, pens, and mugs may generally be retained.

The Board and/or Senior Management Personnel shall neither seek nor accept for himself or herself or for others, any gifts, favours, business courtesies or entertainment without a legitimate business purpose, nor seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or seeks to do business with, or is a competitor of the Company.

4. Corporate Opportunities

The Board and Senior Management Personnel of the Company have a duty to advance the interests of the Company as a whole. Therefore, he/she must not:

- take for himself/herself personally, opportunities, including investment opportunities, discovered through the use of his/her position in the Company, or through the use of Company's property(ies) or information;
- use Company's property(ies), information, or position for his/her personal gain or the gain of a family member; or
- compete, or prepare to compete, with the Company.

5. Public Disclosure

The Company is committed to a policy of fair, accurate, timely, and clear disclosure to shareholders, of material information regarding its business. This policy extends to the filings of various Returns/ Reports/ Statements, etc. with the various Regulatory Authorities and to other public communications.

The Board and Senior Management Personnel involved in the Company's regulatory reporting process and in preparing and making public communications regarding Company's business, must take reasonable steps to comply with this policy.

6. Confidentiality

Any information concerning the Company's business, its clients, etc., which is not in public domain and to which the Board and/or Senior Management Personnel has/have access or possess such information, must be considered confidential and held in confidence, unless authorized to disclose by the Managing Director in consultation with the Company Secretary, and when disclosure is required as a matter of law or required in the ordinary course of business of the Company.

Confidential information includes all non-public information, the disclosure whereof might be detrimental to the interest of the Company, its affiliates, its lenders, its portfolio companies, its clients, or its other business partners, or useful to its/their competitors.

7. Insider Trading

The Company has formulated a Code of Conduct to prevent Insider Trading. The Board and Senior Management Personnel shall comply with the requirements of the Code. The Board and Senior management Personnel shall not derive benefit or assist others in deriving benefit by giving investment advice, from the access to and possession of information which is not in public domain, about the Company and/or its clients companies, and therefore constituting insider trading.

8. Professional Development

The Board and Senior Management Personnel will encourage and support the professional development of fellow employees of the Company and provide them all necessary assistance and co-operation.

9. Protection and Proper Use of Company Assets

The Company's assets are to be used only for legitimate business purposes. The Board and Senior Management Personnel should protect the Company's assets and ensure that they are used efficiently. Incidental personal use of telephones, fax machines, copy machines, personal computers and similar equipment is generally allowed, if there is no significant added cost to the Company, does not interfere with his/her or fellow employees work/duties, and is not related to an illegal activity or to any outside business.

10. Compliance with Applicable Laws, Rules and Regulations

The Board and Senior Management Personnel of the Company have a duty to comply with all the laws, rules and regulations that apply to the Company's business. They must acquire appropriate knowledge of the legal requirements relating to their duties, either from internal source or from an outside source. Violations of applicable laws, rules and regulations may subject them to individual criminal or civil liabilities, as well as

disciplinary action/s by the Company. Such individual violations may also subject the Company to the civil or criminal liabilities or the loss of business.

11. Sanctions for Code Violations

It is the ethical responsibility of the Board and Senior Management Personnel to abide by and enforce this Code. The Board of Directors shall take necessary disciplinary action against any Director and/or Senior Management Personnel who would be found guilty of violating this Code.

Violations of the Code will result in appropriate corrective action/s, up to and including immediate termination of employment at the sole discretion of the Board of Directors of the Company. If the violation involves potentially criminal activity, the individual(s) in question may be reported, as warranted, to the appropriate authorities.

12. Annual Review

The Board and Senior Management Personnel shall affirm compliance with this Code on an Annual basis in consultation with the Company Secretary.

13. Waivers and Amendments of the Code

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code may be subject to modification/amendment, from time to time. Any amendment or waiver of any provision of this Code, must be approved in writing by the Company's Board of Directors and promptly disclosed at the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

14. Where to Seek Clarification

The Board and Senior Management Personnel can get clarification regarding this Code of Conduct from the Company Secretary of the Company.